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UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b) COLE SCHOTZ P.C.

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Proposed Attorneys for Debtors and Debtors in Possession

In re:

CHRISTOPHER & BANKS CORPORATION, et al.,

Debtors.¹

Chapter 11

Case No. 21-10269 (ABA)

Order Filed on February 19, 2021

U.S. Bankruptcy Court District of New Jersey

by Clerk

Jointly Administered

ORDER APPROVING THE REJECTION OF CONTRACTS AND LEASES AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH

The relief set forth on the following pages, numbered two (2) through five (5), is hereby **ORDERED**.

DATED: February 19, 2021

Honorable Andrew B. Altenburg, Jr. United States Bankruptcy Court

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Christopher & Banks Corporation (5422), Christopher & Banks, Inc. (1237), and Christopher & Banks Company (2506). The Debtors' corporate headquarters is located at 2400 Xenium Lane North, Plymouth, Minnesota 55441.

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THEREWITH

Pursuant to and in accordance with the Order Authorizing and Approving Procedures for the Rejection of Executory Contracts and Unexpired Leases [Docket No. 61] (the "Rejection **Procedures Order**"), which is expressly incorporated herein by reference;² and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §157 and 1334; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of these cases and this matter is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having properly filed and served a "Third Notice of Rejection of Executory Contracts and/or Unexpired Leases" [Docket No. 137] (the "Rejection Notice") in accordance with the terms of the Rejection Procedures Order in respect of the rejection of the executory contracts (the "Contracts") and/or unexpired leases (the "Leases") set forth on Exhibit 1 hereto; and no timely objections having been filed to the rejection of the Contracts and Leases; and it appearing that due and adequate notice of the Rejection Procedures Order and the Rejection Notice has been given, and that no other or further notice need be given; and the Court having determined that the rejections provided for herein are an appropriate exercise of the Debtors' business judgment; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby **ORDERED**, ADJUDGED, AND DECREED THAT:

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Rejection Procedures Order.

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as of the dates set forth for such Contracts and Leases listed on **Exhibit 1** hereto (the "**Rejection Date**"), *provided*, *however*, that the Rejection Date for a Real Property Lease shall not be earlier than the later of (i) the date set forth on the Rejection Notice, (ii) the date the Debtors file and serve a Rejection Notice for the Real Property Lease, and (iii) the date the Debtors relinquish control of the applicable Leased Premises by notifying the affected Landlord in writing, which writing may include a Rejection Notice, of the Debtors' irrevocable surrender of the premises and (a) have turned over the store keys, key codes, or security codes, if any, to the Landlord or (b) have notified the Landlord, in writing, that the store keys, key codes, or security codes, if any, are not available and that the Landlord may re-key the Leased Premises (as applicable, the "**Rejection Date**"); *provided*, *however*, that in no event shall the Rejection Date be earlier than the date of filing and service of the Rejection Notice.

2. The rights of the Debtors and their estates to assert that the Contracts and Leases rejected hereby expired by their own terms or were terminated prior to the date hereof are fully preserved, and the Debtors and their estates do not waive any rights or claims that they may have with respect to or against the counterparties to such Contracts and Leases, whether or not such rights or claims arise under, are related to the rejection of, or are independent of the Contracts and Leases rejected hereby.

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3. If any affected counterparty subject to this Order (a "**Rejection Claimant**") asserts a claim or claims against the Debtors and their estates arising from the rejection of the Contracts and Leases, such Rejection Claimant shall submit a proof of claim on or before the later of (i) the deadline for filing proofs of claims established by the Court in these chapter 11 cases or (ii) thirty (30) days after the date of entry of this Order. If no proof of claim is timely filed, such claimant shall not be treated as a creditor with respect to such claims for voting on any chapter 11 plan in these chapter 11 cases and shall be forever barred from asserting a claim for rejection damages and from participating in any distributions that may be made in connection with the Debtors' bankruptcy cases.

4. The Debtors are authorized to abandon any Remaining Property located at the Leased Premises free and clear of all liens, claims, encumbrances, interests, and rights of third parties and all such property is deemed abandoned effective as of the Rejection Date (except the Debtors must remove any items containing personal and/or confidential information prior to the Rejection Date). With respect to any Remaining Property abandoned at the Leased Premises, the applicable Landlord under each rejected lease, or designee thereof, shall be free to immediately use or dispose of any and all Remaining Property without notice or liability to any Debtor or non-Debtor third party and without further notice or order of the Court, and, to the extent applicable, the automatic stay is modified to allow such disposition. The Landlords' rights, if

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any, to file claims for the costs of disposal of the Remaining Property pursuant to this order are fully reserved, as are the rights of all parties in interest to object to such claims.

- 5. The Debtors are authorized to take any action necessary or appropriate to implement the terms of this Order and the rejections without further order from this Court.
- 6. This Court shall retain exclusive jurisdiction and power to resolve any dispute arising from or related to this Order.

Exhibit 1

REJECTION SCHEDULE				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date
CBL & Associates Mgmt, Inc.	CBL & Associates Mgmt, Inc. CBL CENTER, Ste 500 2030 Hamilton Place Blvd Chattanooga TN, 37421 Attn: General Counsel or Asset Management	Shopping Center Lease for Store 963 (Layton Store) located at 1201 N Hill Field Rd., Layton, UT 84041	Furniture, fixtures, and equipment	01/31/2021
Brixton Capital	Brixton Capital 120 S. Sierra Ave Solana Beach CA, 92075 Brixton Capital c/o Jones Lang LaSalle Americas, Inc. 3344 Peachtree Road NE Ste 1200 Atlanta, GA 30326	Shopping Center Lease for Store 4230 (Provo Store) located at 1200 Provo Towne Center Blvd Provo, UT 84603	Furniture, fixtures, and equipment	01/31/2021
G&I VI Promenade, LLC	G&I VI Promenade, LLC ATTN: Peter Janoff 220 East 42nd Street New York NY, 10017 G&I VI Promenade, LLC c/o The Promenade Shops at Centerra 5971 Sky Pond Drive, Ste OFC Management Office, Loveland, CO 80538 Attn: Tiffany Villavicencio G&I VI Promenade, LLC c/o CBRE, Inc. 1225 17th Street, Suite 3200 Denver CO, 80202 Attn: Jim Lee G&I VI Promenade, LLC c/o CBRE Denver Retail 5455 Lankmark Pl, Ste C102 Greenwood Village, CO 80111 Attn: Jim Lee	Shopping Center Lease for Store 1067 (Loveland Store) located at 5971 Sky Pond Drive, Loveland, CO 80538	Furniture, fixtures, and equipment	01/31/2021

REJECTION SCHEDULE				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date
DDR Aspen Grove Lifestyle Center Properties, LLC	DR Aspen Grove Lifestyle Center Properties, LLC c/o Developers Diversified Realty Corp. ATTN: Executive VP, Leasing 3300 Enterprise Parkway Beachwood OH, 44122 DDR Aspen Grove Lifestyle Center Properties, LLC c/o Developers Diversified ATTN: General Counsel 3300 Enterprise Parkway Beachwood OH, 44122	Shopping Center Lease for Store 1101 (Littleton Store) located at 7301 South Santa Fe Dr. Littleton, CO 80120	Furniture, fixtures, and equipment	01/31/2021
Arrowhead Towne Center	Arrowhead Towne Center Arrowhead Towne Center Management Office 7700 W. Arrowhead Towne Ctr. Glendale AZ, 85308 Arrowhead Towne Center c/o Macerich Property Management Company Legal Department 401 Wilshire Blvd, Ste 700 Santa Monica, CA 90401	Shopping Center Lease for Store 4262 (Glendale Store) located at 7700 W. Arrowhead Towne Center Dr., Glendale, AZ 85308	Furniture, fixtures, and equipment	01/31/2021
Garden City Plaza, LLC	Garden City Plaza, LLC 49 West 37th Street 9th Flr. New York NY, 10018-6257	Shopping Center Lease for Store 4285 (Garden City Store) located at 2214 East Kansas Ave. Garden City, KS 67846	Furniture, fixtures, and equipment	01/31/2021
RPAI HOLDCO Management LLC	RPAI HOLDCO Management LLC Attn: VP of Collections 2021 Spring Road, Ste 200 Oak Brook IL, 60523 RPAI HOLDCO Management LLC c/o ACF Property Mgmt., Inc. 12411 Ventura Blvd. Studio City, CA 91604	Shopping Center Lease for Store 979 (Kansas City Store) located at 8638 North Boardwalk Ave. Kansas City, MO 67401	Furniture, fixtures, and equipment	1/31/2021

	REJECTION SCHEDULE				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date	
The Woodmont Company	The Woodmont Company 2100 West 7th Street Fort Worth, TX 76107 The Woodmont Company c/o LNR Partners, LLC 1601 Washington Ave., Ste 700 Miami Beach, FL 33139	Shopping Center Lease for Store 988 (Topeka Store) located at 1801 Wanamaker Road Topeka, KS 66604	Furniture, fixtures, and equipment	1/31/2021	
Simon Property Group, Inc.	Simon Property Group, Inc. c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis IN, 46204 Attn: Office of the General Counsel	Shopping Center Lease for Store 3248 (Eagan Store) located at 3965 Eagan Outlets Pwy Eagan, MN 55122	Furniture, fixtures, and equipment	1/31/2021	
The Woodmont Company	The Woodmont Company 2100 West 7th Street Fort Worth, TX 76107	Shopping Center Lease for Store 3229 (Medford Store) located at 217 South 25th Street Medford, MN 55049	Furniture, fixtures, and equipment	1/31/2021	
Wausau Opportunity Zone, Inc.	Wausau Opportunity Zone, Inc. c/o Mid-America Real Estate, LLC 600 N. Plankinton Ave. Ste. 301 Milwaukee, WI 53203	Shopping Center Lease for Store 4112 (Wausau Store) located at C324 Wausau Center Wausau, WI 54403	Furniture, fixtures, and equipment	1/31/2021	
Simon Property Group, Inc.	Simon Property Group, Inc. c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204	Shopping Center Lease for Store 140 (Green Bay I Store) located at 251 Bay Park Square Green Bay, WI 54304	Furniture, fixtures, and equipment	1/31/2021	
CBL & Associates Mgmt, Inc.	CBL & Associates Mgmt, Inc. CBL CENTER, Ste 500 2030 Hamilton Place Blvd Chattanooga, TN 37421 Attn: General Counsel or Asset Management	Shopping Center Lease for Store 208 (Brookfield Store) located at 95 North Moorland Rd. Brookfield, WI 53005	Furniture, fixtures, and equipment	1/31/2021	

REJECTION SCHEDULE				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date
Simon Property Group, Inc.	Simon Property Group, Inc. c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204	Shopping Center Lease for Store 812 (Springfield Store) located at 2501 Wabash Avenue Springfield, IL 62704	Furniture, fixtures, and equipment	1/31/2021
Quincy-Cullinan, LLC	Quincy-Cullinan, LLC Attn: Legal Counsel 2020 W. War Memorial Dr. Ste 100 Peoria, IL 61614	Shopping Center Lease for Store 4400 (Quincy Store) located at 3347 Quincy Mall Quincy, IL 62301	Furniture, fixtures, and equipment	1/31/2021
The CAFARO Company	The CAFARO Company 5577 Youngstown-Warren Rd. Niles, OH 44446	Shopping Center Lease for Store 916 (Paducah Store) located at 5101 Hinkleville Road Paducah, KY 42001	Furniture, fixtures, and equipment	1/31/2021
West Park Mall	West Park Mall Management Office Attn: General Manager 3049 William St., Ste 134 Cape Girardeau, MO 63703 West Park Mall c/o CBL & Associates Mgmt, Inc. CBL CENTER Attn: Asset Management 2030 Hamilton Place Blvd Ste. 500 Chattanooga, TN 37421 West Park Mall c/o LNR Partners, LLC 1601 Washington Ave., Ste 700 Miami Beach, FL 33139	Shopping Center Lease for Store 920 (Cape Girardeau Store) located at 3049 William Street Cape Girardeau, MO 63703	Furniture, fixtures, and equipment	1/31/2021

	REJECTION SCHEDULE				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date	
Bluegrass Outlet Shoppes CMBS, LLC	Bluegrass Outlet Shoppes CMBS, LLC c/o Horizon Group Properties, L.P. 131 Seaway Drive, Suite 220 Ste 500 Muskegon, MI 49444 Bluegrass Outlet Shoppes CMBS, LLC c/o CBL & Associates Management, Inc. CBL Center, Ste 500 2030 Hamilton Place Blvd Chattanooga, TN 37421	Shopping Center Lease for Store 3241 (Simpsonville Store) located at 1155 Buck Creek Road Simpsonville, KY 40067	Furniture, fixtures, and equipment	1/31/2021	
Namdar Realty Group	Namdar Realty Group 150 Great Neck Rd., Ste 304 Great Neck NY, 11021	Shopping Center Lease for Store 3215 (Lebanon Store) located at One Outlet Village Blvd Lebanon, TN 37090	Furniture, fixtures, and equipment	1/31/2021	
U.S. Properties Group, Inc.	U.S. Properties Group, Inc. 3665 Fishinger Blvd. Hilliard, OH 43026 Attn: Legal Department U.S. Properties Group, Inc. 3665 Fishinger Blvd. Hilliard, OH 43026 Attn: Manager	Shopping Center Lease for Store 4075 (Hendersonville Store) located at 300 Indian Lake Blvd. Hendersonville, TN 37075	Furniture, fixtures, and equipment	1/31/2021	
Simon Property Group, Inc. – Premium Outlets	Simon Property Group, Inc. – Premium Outlets 225 West Washington Street Indianapolis IN, 46204- 3438	Shopping Center Lease for Store 3289 (Calhoun Store) located at 455 Belwood Rd. Calhoun, GA 30701	Furniture, fixtures, and equipment	1/31/2021	
Chase Properties Ltd.	Chase Properties Ltd. 3333 Richmond Rd, Ste 320 Beachwood OH, 44122	Shopping Center Lease for Store 4290 (Johnson City Store) located at 3211 Peoples Street Johnson City, TN 37604	Furniture, fixtures, and equipment	1/31/2021	

	REJECTION SCHEDULE				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date	
Simon Property Group, Inc.	Simon Property Group, Inc. c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis IN, 46204	Shopping Center Lease for Store 853 (Lafayette Store) located at 2415 Sagamore Pkwy S Lafayette, IN 47905	Furniture, fixtures, and equipment	1/31/2021	
Tanger Properties LP	Tanger Properties LP Legal Department 3200 Northline Avenue, Ste 360 Greensboro, NC 27408 Tanger Properties LP c/o Tanger Management, LLC 3200 Northline Avenue, Ste 360 Greensboro, NC 27408 Attn: Legal Department	Shopping Center Lease for Store 3247 (Byron Township Store) located at 350 84th St. SW Byron Township, MI 49315	Furniture, fixtures, and equipment	1/31/2021	
Brixmor Property Group Brixmor Property Group, Inc.	Brixmor Property Group Attn: VP of Legal Services 8700 W. Bryn Mawr Ave., Suite 1000-S Chicago IL, 60631 Brixmor Property Group c/o Brixmor Property Group, Inc. Attn: VP of Legal Services 8700 W. Bryn Mawr Ave., Suite 1000-C Chicago IL, 60631	Shopping Center Lease for Store 4183 (Rochester Hills Store) located at 2685 S. Rochester Rd. Rochester Hills, MI 48307	Furniture, fixtures, and equipment	1/31/2021	
LORMAX Stern Development Company	LORMAX Stern Development Company 38500 Woodward Avenue Ste 200 Bloomfield Hills, MI 48304 LORMAX Stern Development Company c/o Bay City Mall [MI] Management Office 4101 East Wilder Road Bay City, MI 48706	Shopping Center Lease for Store 4192 (Bay City Store) located at 4101 Wilder Road Bay City, MI 48706	Furniture, fixtures, and equipment	1/31/2021	

	REJECTION SCHEDULE				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date	
CBL & Associates Mgmt, Inc.	CBL & Associates Mgmt, Inc. CBL CENTER, Ste 500 2030 Hamilton Place Blvd Chattanooga TN, 37421 Attn: General Counsel or Asset Management	Shopping Center Lease for Store 4195 (Livonia Store) located at 37700 West Six Mile Rd. Livonia, MI 48152	Furniture, fixtures, and equipment	1/31/2021	
Namdar Realty Group	Namdar Realty Group 150 Great Neck Road Ste 304 Great Neck, NY 11021 Attn: Igal Namdar Namdar Realty Group c/o Nittany Nassim LLC Attn: Elliot Nassim 747 Middle Neck Road Ste 101 Great Neck, NY 11024	Shopping Center Lease for Store 4174 (State College Store) located at 2900 East College Ave. State College, PA 16801	Furniture, fixtures, and equipment	1/31/2021	
Rockstep Christiansburg, LLC	Rockstep Christiansburg, LLC 1445 North Loop West, Suite 625 Houston TX, 77008 United States Rockstep Christiansburg, LLC c/o New River Valley Mall Attn: Management Office 782 New River Road Christiansburg VA, 24073	Shopping Center Lease for Store 4269 (Christiansburg Store) located at 782 New River Road Christiansburg, VA 24073	Furniture, fixtures, and equipment	1/31/2021	
Chase Enterprises	Chase Green Mountain LP c/o Chase Enterprises 225 Asylum Street 29th Floor Hartford, CT 06103	Shopping Center Lease for Store 4440 (Rutland Store) located at 315 South Main St. Rutland, VT 05701	Furniture, fixtures, and equipment	1/31/2021	
MOAC Mall Holdings LLC	MOAC Mall Holdings LLC Mall of America Management Office 2131 Lindau Lane, Ste. 500 Bloomington, MN 55425	Shopping Center Lease for Store 4014 (Bloomington Store) located at 268 South Boulevard Bloomington, MN 55425	Furniture, fixtures, and equipment	1/31/2021	

REJECTION SCHEDULE					
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date	
Grand Traverse Mall	Grand Traverse Mall 350 N Orleans St., Ste 300 Chicago IL, 60654 Grand Traverse Mall c/o Brookfield Properties LLC 200 Vesey Street, 25th Floor New York, NY 10281 Attn: Legal Department	Shopping Center Lease for Store 4244 (Traverse City Store) located at 268 South Boulevard Traverse City, MI 49684	Furniture, fixtures, and equipment	1/31/2021	

REJECTION SCHEDULE – EXPIRED LEASES ¹				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date
Watson Development, LLC	Watson Development, LLC 4725 Excelsior Blvd. #402 St. Louis Park, MN 55416	Shopping Center Lease for Store 1025 (West Des Moines Store) located at 1551 Valley West Dr. West Des Moines, IA 50266	Furniture, fixtures, and equipment	1/31/2021
Namdar Realty Group	Namdar Realty Group 150 Great Neck Rd., Ste 304 Great Neck, NY 11021	Shopping Center Lease for Store 4066 (Fort Dodge Store) located at 217 South 25th Street Fort Dodge, IA 50266	Furniture, fixtures, and equipment	1/31/2021
Urban Retail Properties, LLC	Urban Retail Properties, LLC Attn: President of Leasing or Treasurer 111 East Wacker Drive, Ste. 2400 Chicago, IL 60601 Urban Retail Properties, LLC c/o Central Mall Attn: Management Office 2259 South 9th Street Salina, KS 67401	Shopping Center Lease for Store 912 (Salina Store) located at 2259 South 9th Street Salina, KS 67401	Furniture, fixtures, and equipment	1/31/2021
Stiles Property Management	Stiles Property Management 481-2 Town Center Place Columbia, SC 29229	Shopping Center Lease for Store 4235 (Columbia Store) located at 631 Promenade Place Columbia, SC 29229	Furniture, fixtures, and equipment	1/31/2021
Simon Property Group, Inc.	Simon Property Group, Inc. c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis IN, 46204-3438	Shopping Center Lease for Store 815 (Sioux Falls Store) located at 4001 West 41st Street Sioux Falls, SD 57106	Furniture, fixtures, and equipment	1/31/2021

¹ The below agreements expire by their terms on January 31, 2021 such that the Debtors do not believe these agreements constitute executory contracts or unexpired leases. Nevertheless, out of an abundance of caution, the Debtors have listed these agreements for rejection.

F	REJECTION SCHEDULE – MONTH-TO-MONTH LEASES ²				
Counterparty	Counterparty Address	Title/Description of Lease	Property to be Abandoned (if applicable)	Rejection Date	
Towne West Mall Realty Holdings, LLC	Towne West Mall Realty Holdings, LLC c/o Kohan Retail Investment Group 1010 Northern Blvd. Ste. 212 Great Neck, NY 11021	Shopping Center Lease for Store 4394 (Wichita Store) located at 4600 W Kellogg Drive Wichita, KS 67209	Furniture, fixtures, and equipment	1/31/2021	
Chambersburg Mall Realty, LLC	Chambersburg Mall Realty LLC c/o Namdar Realty Group 50 Great Neck Road Ste 304 Great Neck, NY 11021	Shopping Center Lease for Store 4110 (Chambersburg Store) located at 864 Chambersburg Mall Chambersburg, PA 29229	Furniture, fixtures, and equipment	1/31/2021	
Yankton-Omaha, LP	Yankton-Omaha, LP c/o DP Management, LLC 11506 Nicholas Street, Ste. 100 Omaha, NE 68154	Shopping Center Lease for Store 4311 (Yankton Store) located at 2101 Broadway Yankton, SD 57078	Furniture, fixtures, and equipment	1/31/2021	
GBS Owner I, LLC	GBS Owner I, LLC c/o Lexington Realty International 911 East County Line Road Ste 203 Lakewood, NJ 08701	Shopping Center Lease for Store 4157 (Green Bay II Store) located at 2350 East Mason Green Bay, WI 54302	Furniture, fixtures, and equipment	1/31/2021	

² The Debtors do not believe that the below agreements, which gave rise to month-to-month tenancies during the post-petition period, constitute executory contracts or unexpired leases. Nevertheless, out of an abundance of caution, the Debtors have listed these agreements for rejection.